

CHAPMAN AND CUTLER

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April 14, 1999

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Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001


RECORDATION NO. **22114-D** FILED

APR 14 '99

11-45AM

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing of Locomotives
BNSF 1998-A

Dear Mr. Williams:

 I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1998-A), dated as of April 15, 1999, among First Security Bank, National Association, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or the "*Assignor*").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111
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Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration
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The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

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recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-A) among First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of April 15, 1999, covering certain locomotives having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of April 15, 1999, the Memorandum of Trust Indenture and Security Agreement, dated as of April 15, 1999, the Memorandum of Trust Indenture Supplement No. 1, dated as of April 15, 1999, and the Memorandum of Lease Supplement No. 1, dated as of April 15, 1999, which were recorded with the Surface Transportation Board on April __, 1999 at __:__ __.m. under recordation numbers _____, _____, _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	25	BNSF 4720 through BNSF 4744, inclusive

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1998-A)

APR 14 '99

11-45AM

Memorandum of Lease Assignment, made and entered into as of April 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and First Security Bank, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 1998-A), dated as of April 15, 1999, and Lease Supplement No. 1 thereto, dated April 15, 1999, covering certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.


2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on April ___, 1999 at ___ a.m. under recordation numbers ___ and ___, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-A), dated as of April 15, 1999, and Trust Indenture Supplement No. 1 thereto, dated April 15, 1999, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank, National Association, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on April ___, 1999 at ___ a.m. under recordation numbers ___ and ___, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By 
Name: **Charlotte Paglia**
Title: **Financial Services Officer**
Executed on this 9th day of April, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name:
Title:
Executed on this ____ day of April, 1999.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of April, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____
Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 12th day of April, 1999.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 9th day of April, 1999, before me, a Notary Public in and for said County and State, personally appeared **CHARLOTTE PAGLIA**, who being by me duly sworn, says that (s)he is the ~~Financial Services Officer~~ **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on April 9, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sallie V. Peet
Name: **SALLIE V. PEET**
Notary Public **NOTARY PUBLIC**
My Commission Expires: **MY COMMISSION EXPIRES JULY 12, 2000**
Residing in _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the _____ day of April, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April __, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the ____ day of April, 1999, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on April __, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

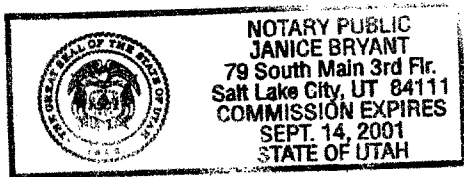
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 12th day of April, 1999, before me, a Notary Public in and for said County and State, personally appeared BRETT R. KING, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on April 11, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Janice Bryant
Name: **Janice Bryant**
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	25	BNSF 4720 through BNSF 4744, inclusive